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ATTORNEYS FOR PARDUS DPH HOLDING LLC  
and PARDUS SPECIAL OPPORTUNITIES MASTER FUND L.P.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re  
  
DELPHI CORPORATION, et al.,  
  
Debtors.

Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

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**JOINDER OF PARDUS DPH HOLDING LLC AND PARDUS SPECIAL  
OPPORTUNITIES MASTER FUND L.P. IN LIMITED OBJECTION AND  
RESERVATION OF RIGHTS OF APPALOOSA MANAGEMENT L.P. AND A-D  
ACQUISITION HOLDINGS, LLC WITH RESPECT TO THE DEBTORS' PLAN  
MODIFICATION APPROVAL MOTION AND RELATED DOCUMENTS**

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Defendants Pardus DPH Holding LLC and Pardus Special Opportunities Master Fund (collectively, “Pardus” ”), by and through its undersigned counsel, hereby joins in the Limited Objection and Reservation of Rights of Appaloosa Management L.P. and A-D Acquisition Holdings, LLC with Respect to the Debtors’ Plan Modification Approval Motion and Related Documents, dated July 16, 2009 and filed on behalf of Appaloosa Management L.P. and A-D Acquisition Holdings, LLC (the “Appaloosa Objection”), for all the reasons stated therein. Pardus adopts and incorporates by reference herein the objections, arguments, and reservations of rights contained in the Appaloosa Objection as though set forth with respect to Pardus’ counterclaims in Adversary Proceeding No. 08-1232 and its administrative claims against the Debtors.

Dated: July 16, 2009  
New York, New York

WILLKIE FARR & GALLAGHER LLP

By: /s/ Terence K. McLaughlin  
Terence K. McLaughlin (TM-0287)

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